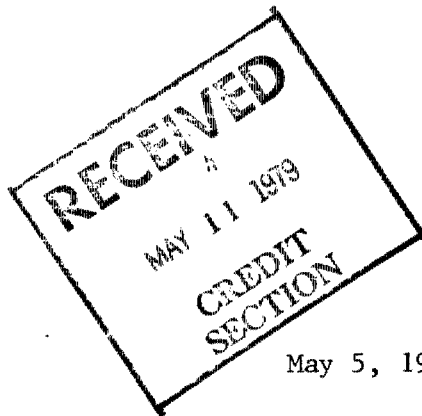


**ITEL**  
**CORPORATION**  
TRANSPORTATION SERVICES GROUP



RECORDATION NO. 10216-A Filed 1425

MAY 17 1979 - 11 10 AM

May 5, 1979 INTERSTATE COMMERCE COMMISSION

Honorable H. G. Homme  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*9-137A/38*  
Date MAY 17 1979  
Fee \$ 10.00  
CO Washington, D.C.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are one original and five executed counterparts of an Amendment dated as of May 3, 1979 to a Conditional Sales Agreement dated as of March 9, 1979, between ACF Industries, Inc., 750 Third Avenue, New York, New York 10017, and Itel Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111. The Conditional Sale Agreement was filed on March 21, 1979, at 11:40 AM and assigned recordation number 10216.

The Amendment covers the following equipment:

50 TOFC/COFC, 70-ton flatcars numbered TM 400250-400299,  
both inclusive.

Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing Amendment.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan & Worcester, who will be delivering this letter on our behalf.

Sincerely,

*Paul M. Willard*  
Paul M. Willard  
Counsel

RECEIVED  
MAY 17 11 05 AM '79  
I.C.C.  
FEE OPERATION BR.

PMW:ma  
Enclosures

TWO EMBARCADERO CENTER • SAN FRANCISCO, CALIFORNIA 94111 • (415) 955-0123

SSI RAIL

SSI NAVIGATION

SSI CONTAINER

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/17/79

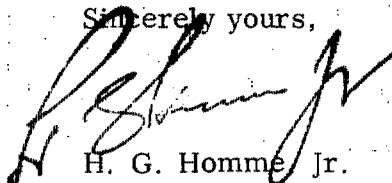
**OFFICE OF THE SECRETARY**

Paul M. Willard  
IteI Corp.  
Two Embarcadero Center  
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/17/79 at 11:10am , and assigned recordation number(s). 10216-A, 10217-A & 10270-A

Sincerely yours,



H. G. Homme Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)

RECORDATION NO. 10216-A Filed 1425

THIS AMENDMENT, dated as of May 3, 1979, by and between ACF Industries, Inc., a New Jersey corporation (hereinafter called the "Manufacturer"), and ITEL Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the "Vendee").

MAY 17 1979 - 11 10 AM  
INTERSTATE COMMERCE COMMISSION

W I T N E S S E T H :

WHEREAS, the Manufacturer and the Vendee have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of March 9, 1979, which was filed with the Interstate Commerce Commission on March 21, 1979 at 11:40 AM and assigned recordation number 10216; and

WHEREAS, the Manufacturer and Vendee desire to amend the Agreement;

NOW, THEREFORE, in consideration of the premises and of the promises of the parties herein contained, the parties agree to delete Section 4 of Schedule A in its entirety and substitute in lieu thereof the following:

"SECTION 4. Purchase Price:

The price will not exceed \$47,000.00 per unit  
nor \$2,350,000.00 for all of the equipment..

ATTEST




ASSISTANT SECRETARY

ITEL CORPORATION, INTERMODAL DIVISION

By: 

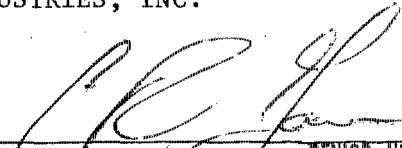
Date: 5/7/79

ATTEST



ASSISTANT SECRETARY

ACF INDUSTRIES, INC.

By: 

Date: 5/14/79 SENIOR VICE PRESIDENT

SCHEDULE A

SECTION 1. Purchase Agreement

Vendee's letter of November 13, 1978, Manufacturer's letter of February 2, 1979, LOT NO. 05617.

SECTION 2. Delivery Point:

Either at the Manufacturer's plant or to the railroad line of Vendee's Lessee, the Texas Mexican Railway Company ("Lessee"), or to such other point as Vendee shall determine.

SECTION 3. Railroad Equipment:

50 TOFC/COFC, 70-ton flatcars - TM 400250-400299

SECTION 4. Purchase Price:

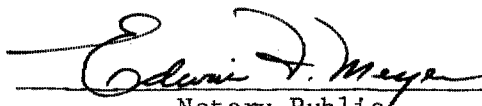
The price will not exceed \$47,000.00 per unit nor \$2,350,000.00 for all of the equipment.

SECTION 5. Markings on Cars:

Stencil in letters at least one inch in height; "Ownership subject to a security agreement filed with the Interstate Commerce Commission."

STATE OF New York )  
 ) SS:  
COUNTY OF New York )

On this 14<sup>th</sup> day of May, 1979, before me personally appeared C. R. GARR, to me personally known, who, being by me duly sworn, says that he is SENIOR VICE PRESIDENT of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

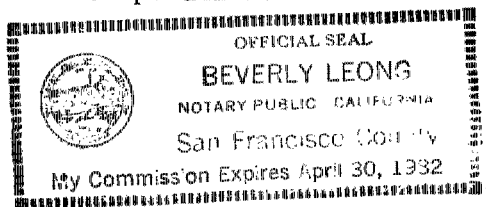
EDWIN F. MEYER  
NOTARY PUBLIC, State of New York  
No. 30-7917803  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1980.

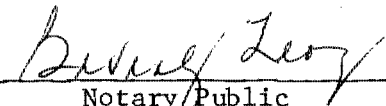
Notarial Seal

My Commission Expires:

STATE OF CALIFORNIA )  
 ) SS:  
CITY AND COUNTY OF )  
SAN FRANCISCO )

On this 9<sup>th</sup> day of May, 1979, before me personally appeared John C. Kingery, to me personally known, who, being by me duly sworn, says that he is Controller of Itel Corporation, Intermodal Division; that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

Notarial Seal

My Commission Expires: